

Richard W. Havel (Utah Bar No. 10759)
Christina M. Craige (Cal Bar No. 251103)
SIDLEY AUSTIN LLP
555 West Fifth Street, Suite 4000
Los Angeles, California 90013-1010
Telephone: (213) 896-6000
Facsimile: (213) 896-6600
Email: rhavel@sidley.com
ccraige@sidley.com

Annette Jarvis (Utah Bar No. 1649)
Peggy Hunt (Utah Bar No. 6060)
Benjamin J. Kotter (Utah Bar No. 9592)
DORSEY & WHITNEY LLP
136 South Main Street, Suite 1000
Salt Lake City, Utah 84101-1685
Telephone: (801) 933-8933
Facsimile: (801) 933-7373
Email: jarvis.annette@dorsey.com
hunt.peggy@dorsey.com
kotter.benjamin@dorsey.com

Attorneys for WestLB, AG

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:)	
)	
EASY STREET HOLDING, LLC, <i>et al.</i> ,)	Bankr. Case No. 09-29905
)	Jointly Administered with
)	Bankr. Case Nos. 09-29907 and 09-29908
Debtors.)	
)	
Address: 201 Heber Avenue)	Chapter 11
Park City, UT 84060)	
)	The Honorable R. Kimball Mosier
)	
Tax ID Numbers:)	[FILED ELECTRONICALLY]
35-2183713 (Easy Street Holding, LLC),)	
20-4502979 (Easy Street Partners, LLC), and)	
84-1685764 (Easy Street Mezzanine, LLC))	

**CONDITIONAL OBJECTION OF WESTLB, AG TO DEBTORS'
MOTION FOR ORDER ESTABLISHING MONTHLY FEE
AND EXPENSE REIMBURSEMENT PROCEDURES**

WestLB, AG, a secured creditor in the above-captioned case and as agent under a Senior Loan Agreement (“WestLB”), by and through its counsel, hereby makes this conditional Objection to the Motion for Order Establishing Monthly Fee and Expense Reimbursement Procedures [Docket No. 170] (“Fee Motion”) filed by the Debtors Easy Street Partners, LLC (“Partners”), Easy Street Mezzanine, LLC (“Mezzanine”), and Easy Street Holding, LLC (“Holding”) (collectively, the “Debtors”) on November 25, 2009. In support hereof, WestLB represents as follows.

1. The Fee Motion seeks approval of certain procedures for the payment of monthly interim compensation and reimbursement to “Professionals,” that term being defined as any and all professionals who are currently or who may be in the future employed by the Debtors or the Official Committee of Unsecured Creditors (the “Committee”).

2. After the filing of the Fee Motion, WestLB and the Debtors filed their Joint Motion to Approve Amendments to Stipulation Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. §363 and Granting Additional Adequate Protection to WestLB, AG [Docket No. 172] (the “Joint Amendment Motion”). The Joint Amendment Motion seeks Court approval of certain limited modifications to the Stipulation Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and Granting Adequate Protection to WestLB, AG [Docket No. 84] (the “Cash Collateral Stipulation”) as approved by the Court’s Order on Stipulation Authorizing Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and Granting Adequate Protection to WestLB AG [Docket No. 95] (the “Cash Collateral Order”).

3. As part of the Joint Amendment Motion, WestLB and the Debtors have agreed that as a condition to WestLB’s continued agreement to the Debtors’ use of WestLB’s cash

collateral, Partners will pay WestLB's reasonable monthly professional fees and costs. *See* Joint Amendment Motion & Exhibit C thereto. The amounts budgeted for these increased monthly payments take into account the information WestLB has obtained in monitoring the Debtors' operations and in anticipation of the issues to be addressed and procedures to be implemented in working with the Debtors' and the Committee to file and confirm a plan of reorganization.

4. The Debtor has represented that there is sufficient cash flow in the coming months to make the increased payments of adequate protection to WestLB. Declaration of William Shoaf, ¶ 9 [Docket No. 173] (filed in support of the Joint Amendment Motion).

5. WestLB has been told that despite the Debtors' representations as to Partner's ability to make the increased adequate protection payments to WestLB, the Committee may object to the Joint Amendment Motion because the proposed payments may not constitute adequate protection. At the same time, the Committee and its Professionals are advocating for the monthly payment of their fees and expenses, as well as those of the Debtors' Professionals (including Professionals that will reimburse insiders of the Debtors who have guaranteed the payment of certain Professionals (*see* Fee Motion, ¶ 5)), which will draw down the funds currently in the cash collateral accounts and reduce the collateral available to WestLB.

6. WestLB thus conditionally objects to the Fee Motion. If there are no increased monthly adequate protection payments to WestLB as promised by the Debtor during this critical stage of the case, then the cash collateral should not be reduced by interim payments, and all Professionals should have their administrative claims reviewed and allowed only at the confirmation of a plan of reorganization.

WHEREFORE, for the reasons stated herein, WestLB conditionally objects to the Fee Motion.

DATED this 10th day of December, 2009.

/s/ Benjamin J. Kotter
Annette Jarvis
Peggy M. Hunt
Benjamin J. Kotter
DORSEY & WHITNEY LLP

and

Richard W. Havel
Christina M. Craige
SIDLEY AUSTIN LLP

Attorneys for WestLB, AG

CERTIFICATE OF SERVICE

I hereby certify that on December 10, 2009, true and correct copy of the CONDITIONAL OBJECTION OF WESTLB, AG TO DEBTORS' MOTION FOR ORDER ESTABLISHING MONTHLY FEE AND EXPENSE REIMBURSEMENT PROCEDURES was electronically filed with the United States Bankruptcy Court for the District of Utah and served via the Bankruptcy Court's ECF/CM system on the individuals identified below:

Troy J. Aramburu (taramburu@joneswaldo.com, sglending@joneswaldo.com; rbush@joneswaldo.com)

Kenneth L. Cannon (kcannon@djplaw.com, khughes@djplaw.com)

Scott A. Cummings (cummings.scott@dorsey.com)

Mary Margaret Hunt (hunt.peggy@dorsey.com, wardle.gay@dorsey.com)

Annette W. Jarvis (jarvis.annette@dorsey.com, smith.ron@dorsey.com slc.lit@dorsey.com; brown.patricia@dorsey.com)

Lon A. Jenkins (lajenkins@joneswaldo.com, krichardson@joneswaldo.com; ecf@joneswaldo.com; sglending@joneswaldo.com)

Michael R. Johnson (mjohnson@rqn.com, agale@rqn.com)

Anthony C. Kaye (kaye@ballardspahr.com)

Benjamin J. Kotter (kotter.benjamin@dorsey.com)

Adelaide Maudsley (maudsley@chapman.com, jemery@chapman.com)

Steven J. McCardell (smccardell@djplaw.com, khughes@djplaw.com)

John T. Morgan (john.t.morgan@usdoj.gov, james.gee@usdoj.gov)

David W. Overholt (doverholt@rsolaw.com, abachman@rsolaw.com)

Jessica G Peterson (jpeterson@djplaw.com)

Jeffrey L. Shields (jlshields@cnmlaw.com, njpotter@cnmlaw.com)

Jeffrey Weston Shields (jshields@joneswaldo.com, sglendenning@joneswaldo.com)

United States Trustee (USTPRegion19.SK.ECF@usdoj.gov)

In addition, a copy of the CONDITIONAL OBJECTION OF WESTLB, AG TO DEBTORS' MOTION FOR ORDER ESTABLISHING MONTHLY FEE AND EXPENSE REIMBURSEMENT PROCEDURES was served via email immediately upon its filing on the following:

Kenneth L. Cannon (kcannon@djplaw.com; khughes@djplaw.com)

Steven J. McCardell (smccardell@djplaw.com, khughes@djplaw.com)

Jeffrey Weston Shields (jshields@joneswaldo.com, sglendenning@joneswaldo.com)

Lon A. Jenkins (lajenkins@joneswaldo.com, krichardson@joneswaldo.com; ecf@joneswaldo.com; sglendenning@joneswaldo.com)

Troy J. Aramburu (taramburu@joneswaldo.com, sglendenning@joneswaldo.com; rbush@joneswaldo.com)

DATED this 10th day of December, 2009.

/s/ Benjamin J. Kotter